

**TERMS OF REFERENCE  
LONDON & SOUTH EAST EDUCATION GROUP (LSEEG)  
SEARCH & REMUNERATION COMMITTEES**

**LSEEG Remuneration Committee**

**Purpose**

To review and determine the remuneration and conditions of service of the Senior Post Holders of the College including the Governance Professional & Clerk to the Boards, taking into consideration the individual's contribution and value to the overall performance of the College, the financial health of the college, equality, diversity and inclusion, sector remuneration comparators and the context in which the College operates.

**Membership**

The Remuneration Committee shall comprise at least three Governors or Trustees

- Chair of Group Board
- Chair of LSEC Corporation
- Chair of LSFG Board
- Chair of LSEAT Board
- Group HR Director for remuneration matters only
- Independent – by invitation for remuneration matters only  
(Not a member of the Group Board or any of the Independent Boards).

**Arrangements**

- Chair of the Committee rotates for each meeting and will be designated by the Group Board Chair.
- The Group Principal & CEO will **not** be in attendance for matters where her own remuneration is to be discussed.
- The Governance Professional & Clerk to the Boards shall be the Clerk to the Committee except when the Clerk's performance or remuneration is being considered, when a member of the Committee will act as Clerk for that item.
- The Committee may invite advisers or other appropriate individuals to attend a meeting to provide information.
- The Principal/CEO may attend the Committee for the purpose of advising on the performance of other Senior Post holders.
- The Committee shall meet at least once in every academic year but ideally once a term and more frequently as business needs determine.
- In-line with agreed policy, meeting can be held virtually, and decisions can be taken by email involving all Committee members

**Quorum**

The quorum for the Committee shall be three Members

### **Terms of Reference**

- To demonstrate that the remuneration of the designated Senior Postholders and Governance Professional & Clerk to the Boards, is recommended to the Corporation by persons who have no personal interest in the outcome and which gives due regard to the interests of the public and the financial health of the College.
- To adhere to the principles of the AoC Senior Postholder Remuneration Code 2018.
- To monitor the appraisal, performance review and/or target setting process of the Senior Postholders and the Governance Professional & Clerk to the Boards
- To review and determine on behalf of the Corporation and Trust Board (where appropriate), the Executive Pay Policy which outlines the remuneration of the Group Executive Team, including Senior Post Holders and the Governance Professional & Clerk to the Boards and that this is updated at least every three years against available benchmarking .
- Committee will act in an advisory capacity and make recommendations to the Independent Boards for approval.
- The Committee will periodically scan the horizon for Good Governance practice and application, through membership organisations e.g. NGA, CST, AOC and the DfE, to support and recommend changes to governance models and/or practice.

### **General**

- Committee will be held accountable through the Committee Chair presenting a verbal report at the next scheduled meeting of the Independent Boards and the recording of any decisions.
- The Minutes of Committee meetings will be treated as confidential and will not be circulated to the Boards or made available for public access in accordance with the Instrument and Articles of Government.
- In order to ensure good practice, the terms of reference will be reviewed annually by the Committee.
- The Committee papers will be prepared and presented by Group HR Director with support from the Governance Professional & Clerk to the Boards where appropriate.
- Next review – July 2021

## **LSEEG Search Committee**

### **Purpose**

To review and determine the composition of the Governing Body across the Group Organisations ensuring observing the governance codes and principles of governance, provided by regulatory authorities and the DfE, ensuring opportunity for development and succession planning, compliance with mandatory training and continuous review of the policy landscape and horizon scanning for best practice governance. Ensuring our Governing Bodies promote, support and model our charitable objectives, mission, vision and values.

### **Membership**

The Search Committee shall comprise at least 3 Governors or Trustees

- Chair of Group Board
- Chair of LSEC Corporation
- Chair of LSFG Board
- Chair of LSEAT Board
- Group Principal & CEO
- Group Executive Director Governance (Clerk to the Boards)

### **Arrangements**

- The Chair of the Committee will be the Group Board Chair
- The Vice Chairs of the Committee will be the Chairs of the Independent Boards.
- The Committee may invite advisers or other appropriate individuals to attend a meeting to provide information.
- The Committee shall meet at least once in every academic year but ideally once a term and more frequently as business needs determine.
- In-line with agreed policy, meetings can be held virtually, and decisions can be taken by email involving all Committee members

### **Quorum**

The quorum for the Committee shall be three Members

### **Terms of Reference**

- To receive reports on identified skills gaps from the LSEEG Group Board and to make appointment of Governors and Trustees Appointments to be approved at
  - LSEC Board to approve LSEC Governor appointments
  - LSFG Board to approve LSFG Trustees
  - LSEAT Board to approve LSEAT Co-opted Trustees
  - LSEAT Members to approve LSEAT Trustees
- To receive reports on identified skills gaps from the LSEEG Group Board and to make recommended appointment of Vice Chairs and Chairs in accordance with the Group Governance Policy on Succession Planning, appointments to be approved by
  - LSEC Board and LSFG Board to approve their Chair and Vice Chair recommended appointments.
  - The sponsor body (LSEC) to approve LSEAT Chair and Vice Chair recommended appointments.
- To oversee and ensure delivery of the Annual Board Self Evaluations and Performance Reviews of Governors and Trustees and to review and consider these in accordance with Group Governance Policies, including my not limited to Succession Planning, Selection and Re-appointment, Attendance and Removal.

- The Committee shall be responsible for advising the Boards on the appointment and reappointment of Members of the Boards other than the Group Principal & CEO (who shall be eligible to serve on the Independent Boards as a result of the post) and staff and student governors.
- The Committee may, however, discuss options for the recruitment of both Staff and Student Governors in line with the requirements of the Instrument and Articles of Government.
- The Committee shall, from time to time, consider and make recommendations to the Independent Boards on composition and balance, and on the procedures for appointment to the Corporation.
- The Committee will consider the skills needs of the Independent Boards, establish the range of skills and experience of existing Members and identify gaps, referencing the Governance Skills Matrix.
- The Committee will ensure observance of the AOC Code of Good Governance for English Colleges and the DfE Governance Handbook and provide to new and existing Governors and Trustees.
- The Committee shall, where appropriate, develop the Corporation policies and procedures for the induction, performance appraisal and development of Corporation Members.
- The Committee shall have the power to employ the services of such external advisers as they deem necessary to fulfil their responsibilities.
- The Committee shall, from time to time, advise the Independent Boards on the balance and composition of its Committees including the value of Co-opted Members onto those Committees.
- The Committee shall advise the Independent Boards on the appointment of co-opted members to Committees.
- The Committee will monitor, consider and advise the Independent Boards as appropriate on aspects of standards in public life and other ethical and good practice relevant to the governance of the College.
- The Committee will regularly initiate searches for potential candidates through consultation with interested bodies including local community/employer representatives and local authorities.
- The Committee will periodically scan the horizon for Good Governance practice and application, through membership organisations e.g. NGA, CST, AOC and the DfE, to support and recommend changes to governance models and/or practice.

### **General**

- The Independent Boards shall not appoint any member to the Board (other than the Principal, Staff and Student Members) unless it has first considered the advice of the Search Committee.
- Appointments shall be made in accordance with the Instruments and Articles of Government.
- The Committee will be held accountable by the presentation of meeting Minutes by the Committee Chair to the Independent Boards.
- In order to ensure good practice, the terms of reference will be reviewed annually by the Committee.
- The Committee Papers will be prepared and presented by the Group Executive Director Governance (Clerk to the Boards)
- Next review – July 2021.